UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	Chapter 11
Ziff Davis Media Inc., *et al.*,[1]	)	Case No. 08-10768 (BRL)
Reorganized Debtors.	)	Jointly Administered

STIPULATION AND AGREED ORDER REGARDING
CLAIM NUMBER 97 FILED BY ACXIOM CORPORATION

Ziff Davis Holdings Inc., Ziff Davis Media Inc. ("Ziff Davis"), Ziff Davis Internet Inc., Ziff Davis Publishing Holdings Inc. and Ziff Davis Publishing Inc. (collectively, the "Reorganized Debtors") on the one hand and Acxiom Corporation ("Acxiom," together with the Reorganized Debtors, the "Parties") on the other, hereby enter into this stipulation and agreed order (the "Stipulation"), subject to the approval of the Court.

BACKGROUND

WHEREAS, on March 5, 2008 (the "Petition Date"), each of the Reorganized Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court");

WHEREAS, on May 16, 2008, Acxiom timely filed proof of claim number 97 asserting a general unsecured claim (the "Claim") in the amount of $544,999.86 on account of prepetition services rendered to Ziff Davis;

[1] The Reorganized Debtors in these cases are: Ziff Davis Media Inc.; Ziff Davis Holdings Inc.; Ziff Davis Internet Inc.; Ziff Davis Publishing Inc.; and Ziff Davis Publishing Holdings Inc.

WHEREAS, on June 17, 2008 the Bankruptcy Court entered an order confirming the Reorganized Debtors' Second Amended Joint Chapter 11 Plan of Reorganization Dated as of May 6, 2008 (as confirmed, the "Plan");[2]

WHEREAS, on December 15, 2008, the Reorganized Debtors filed the Reorganized Debtors' Sixth Omnibus Objection Seeking to Disallow Satisfied Claims [Docket No. 401] (the "Objection") seeking to disallow the Claim on the ground that Ziff Davis had paid Acxiom for the services Acxiom had rendered;

WHEREAS, on January 15, 2009, Acxiom filed a response to the Objection on the ground that Ziff Davis still owed Acxiom $544,999.86 pursuant to a prepetition contract; and

WHEREAS, the Parties desire to resolve the Claim on the terms and conditions set forth herein.

STIPULATION

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. The Claim shall be reduced and allowed as a general unsecured nonpriority claim in the amount of $375,000. The remainder of the Claim shall be deemed disallowed.

2. The Claim shall be treated as an Allowed Class 6 General Unsecured Claim and shall be paid in accordance with the Plan.

3. Each of the Parties hereby irrevocably and unconditionally releases the other Party, of and from any and all claims, whether known or unknown, liquidated or unliquidated, contingent or absolute, arising from the beginning of time through and including the date this Stipulation is approved by the Court.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

4. The Parties agree that this Stipulation may be executed in one or more counterparts, any one of which need not contain the signatures of more than one party, and all such counterparts taken together shall constitute one and the same Stipulation. This Stipulation may be signed and transmitted by electronic mail or facsimile, either of which shall be deemed to have the full force and effect as an original signature.

5. The Reorganized Debtors' claims agent is directed to update the official claims register in accordance with this Stipulation. The Reorganized Debtors are hereby authorized to take all steps necessary to effectuate the terms of this Stipulation.

6. The Bankruptcy Court shall retain jurisdiction over all matters or disputes concerning this Stipulation.

Dated: April 27, 2009
New York, New York

WINSTON & STRAWN LLP

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Counsel for Acxiom Corporation

The terms of the Stipulation as set forth above are SO ORDERED this 30th day of April, 2009.

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE